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June 13, 2017

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JUN 14 2017

PUBLIC SERVICE
COMMISSION

Dr. Talina Matthews
Executive Director
Public Service Commission
211 Sower Boulevard, P.O. Box 615
Frankfort, Kentucky 40602-0615

RE: *BIG RIVERS ELECTRIC CORPORATION'S FILING
OF WHOLESALE CONTRACTS AMENDMENTS
PURSUANT TO KRS 278.160, 278.180, AND 807 KAR
5:011 §13*

Dear Dr. Matthews:

Enclosed for filing on behalf of Big Rivers Electric Corporation ("*Big Rivers*") pursuant to KRS 278.160, 278.180 and 807 KAR 5:011§13 are an original and ten copies of this letter, and eleven copies each of the following wholesale power agreement amendments, collectively referred to as the "*Nebraska PPA Amendments*":

- Amendment No. 2 dated as of March 28, 2017, to Market Based Rate Partial and Full Requirements Agreement dated as of December 20, 2013, by and among Big Rivers and Northeast Nebraska Public Power District;
- Amendment No. 2 dated as of April 24, 2017, to Market Based Rate Partial and Full Requirements Agreement dated as of December 20, 2013, by and among Big Rivers and City of Wayne, Nebraska; and
- Amendment No. 2 dated as of April 24, 2017, to Market Based Rate Partial and Full Requirements Agreement dated as of December 20, 2013, by and among Big Rivers and City of Wakefield, Nebraska.

For the convenience of the Public Service Commission (“*Commission*”) in reviewing these agreements, Big Rivers also encloses the following with this letter:

- An original and ten copies of a “Summary” of each amendment. Because the Nebraska PPAs and each “Summary” of a Nebraska PPA Amendment contain highly confidential business terms, the disclosure of which would adversely affect Big Rivers’ wholesale market competitiveness, Big Rivers is seeking protection of those confidential business terms in a Petition for Confidential Protection, an original and ten copies of which are also enclosed with this letter. That petition is accompanied by a separate envelope containing copies of the pages from the Nebraska PPA Amendments and the Summaries containing the confidential information with the confidential information highlighted in yellow ink.
- Big Rivers also files eleven copies of the original of each of the Nebraska wholesale power contracts as approved by the Commission on July 21, 2015¹, redacted in accordance with the Commission’s confidentiality order dated September 10, 2014.² One copy of each of those contracts, in unredacted form with the confidential information highlighted in yellow ink, is also enclosed in an envelope marked “Confidential 2013 Contracts.”
- Please note that Big Rivers also entered into an Amendment No. 1 to Market Based Rate Partial and Full Requirements Agreement with each of the counterparties listed above. The purpose of that amendment was to satisfy the Rural Utilities Service’s requirements regarding assignments. Big Rivers filed Amendment No. 1 in Case No. 2014-00134, and it is not being reproduced as part of this filing.

¹ *Big Rivers Electric Corporation Filing of Wholesale Contracts Pursuant to KRS 278.180 and KAR 5:011 §13*, PSC Case No. 2014-00134, order dated July 21, 2015.

² *Id.*, order dated September 10, 2014.

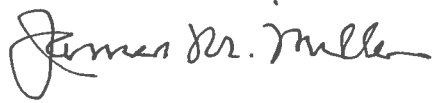
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Any documents served on Big Rivers' counsel in connection this filing should also be copied to:

DeAnna Speed
Big Rivers Electric Corporation
201 Third Street
Henderson, KY 42420
regulatory@bigrivers.com

Big Rivers is sending a courtesy copy of this filing to each of the intervenors in Case No. 2014-00134. Please feel free to contact us with any questions about this filing.

Sincerely yours,



James M. Miller
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Tyson Kamuf
tkamuf@smsmlaw.com
Counsel for Big Rivers Electric Corporation

Copies to: Robert Berry
Mark Eacret
Hon. Rebecca Goodman
Michael Kurtz